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11886-G

July 24, 1996

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GEORGE W. BILICIC, JR.
RICHARD HALL

Dear Sirs:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Succession of Agent, a "secondary document", dated as of June 15, 1996. The primary document to which this is related is the Conditional Sale Agreement dated as of April 1, 1980, between The Connecticut Bank and Trust Company, National Association, as trustee, vendee, and Hawker Siddeley Canada Ltd., vendor, recorded with the Interstate Commerce Commission on June 10, 1980, under recordation number 11886.

The names and addresses of the parties to the document are as follows:

ORIGINAL AGENT,
ASSIGNEE, VENDOR

Mercantile-Safe Deposit
and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

SUCCESSOR AGENT,
ASSIGNEE, VENDOR

The Bank of New York
101 Barclay Street
New York, New York 10286

RECEIVED
SURFACE TRANSPORT
BOARD
JUL 25 11 00 AM '96

The equipment covered by the document consists of 800 covered hopper cars bearing the reporting marks of The Canadian Wheat Board CPWX and the road numbers 604302 through 605101.

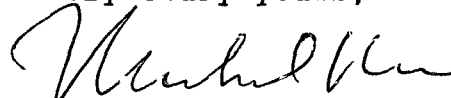
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Memorandum of Succession of Agent dated as of June 15, 1996, between Mercantile-Safe Deposit and Trust Company and The Bank of New York, covering 800 covered hopper cars conditionally sold to The Connecticut Bank and Trust Company, National Association, as trustee, and leased to The Canadian Wheat Board under transaction documents dated as of April 1, 1980.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Secretary
Surface Transportation Board
12th Street and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

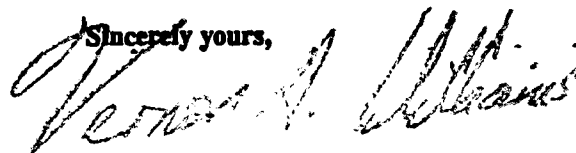
7/25/96

Michael Rice
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019-7475

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/25/96, at 11:05AM, and assigned recordation number(s). 11886-G, 12552-E, 12638-E, 12639-D and 12640-E.

Sincerely yours,

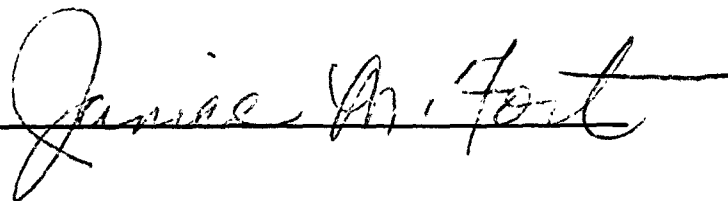


Vernon A. Williams
Secretary

Enclosure(s)

\$ 105.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



11886-G

MEMORANDUM OF SUCCESSION OF AGENT dated
as of June 15, 1996, by and between Mercantile-
Safe Deposit and Trust Company and The Bank of New
York.

WHEREAS Mercantile-Safe Deposit and Trust Company,
acting as agent for certain investors pursuant to a
Participation Agreement dated as of April 1, 1980, has
entered into an Agreement and Assignment dated as of April
1, 1980, with Hawker Siddeley Canada Ltd., pursuant to which
Hawker Siddeley Canada Ltd. assigned to Mercantile-Safe
Deposit and Trust Company its rights in and to the
Conditional Sale Agreement dated as of April 1, 1980, with
The Connecticut Bank and Trust Company, National
Association, as trustee, covering, as amended, 800 covered
hopper cars bearing the reporting marks of The Canadian
Wheat Board CPWX and the road numbers 604302 through 605101,
and certain conditional sale indebtedness with respect
thereto;

WHEREAS the Conditional Sale Agreement and the
Agreement and Assignment were recorded with the Interstate
Commerce Commission on June 10, 1980, and assigned
recordation numbers 11886 and 11886-A, respectively;

WHEREAS the Conditional Sale Agreement and the
Agreement and Assignment have been amended by the Amendment
Agreements dated as of October 1, 1980, and December 29,
1980, and the Supplemental Participation Agreement and
Amendment dated as of March 1, 1982, and said amendments
were recorded with the Interstate Commerce Commission and
assigned recordation numbers 11886-C, 11886-D, and 11886-E,
respectively; and

WHEREAS The Bank of New York has succeeded to
Mercantile-Safe Deposit and Trust Company as agent and
assignee under the above-recited agreements.

NOW THEREFORE, the parties hereto hereby
acknowledge, agree and state for the public record that The
Bank of New York has succeeded to all of the rights,
benefits, duties and responsibilities of Mercantile-Safe
Deposit and Trust Company under the agreements recited
above.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY

By

Constance S. Philpot

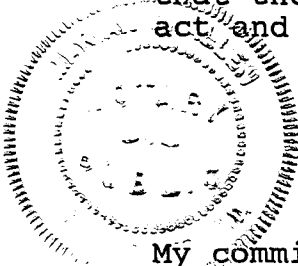
THE BANK OF NEW YORK

By:

[Signature]

STATE OF MARYLAND)
) ss.:
CITY OF BALTIMORE)

On this ~~8th~~ day of June, 1996, before me personally appeared Constance S. Philpot to me personally known, who, by me being duly sworn, says that she is a A.V.P of Mercantile-Safe Deposit and Trust Company, and that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

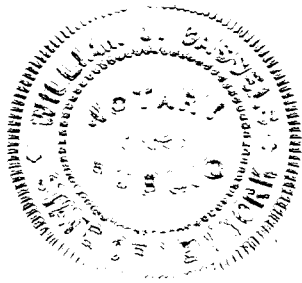


Marian D. Allen
Notary Public

My commission expires 11/16/98

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 13 day of June, 1996, before me personally appeared STEPHEN J. GIURLANDO to me personally known, who, by me being duly sworn, says that he is a ASSISTANT VICE PRESIDENT of The Bank of New York, and that the foregoing instrument was signed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



William J. Cassels
Notary Public

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1998